

F, /e AOL

WAIS Inc

Wide Area Information Servers
1040 Noel Drive
Menlo Park, California 94025
415-617-0444
FAX 415-327-6513

FAX Cover Sheet

Date:

To: Suzanne Bell
FAX:
Phone:

From:
FAX: 496-4088
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Pages Transmitted (including cover sheet):

Remarks:

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(415) 496-4088**WILSON, SONSINI, GOODRICH & ROSATTI**

PROFESSIONAL CORPORATION

650 PAGE MILL ROAD

PALO ALTO, CALIFORNIA 94304-1050

ORIGINAL:

 Will Not Follow Follows Via Mail Follows Via Courier**TELECOPY COVER SHEET**TO: Brewster Kahle ON: November 7, 1994 at _____
(Date) (Time)FIRM: W.A.I.S. CLIENT NO.: 15123.006CITY/STATE: Menlo Park, CA CLIENT NAME: W.A.I.S.HOME #: (415) 617-0444 WSGR OPERATOR: _____

TELECOPY #: <u>(415) 327-6513</u>	ATTENTION: _____	NOTIFY RECIPIENT BEFORE SENDING
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FROM: Suzanne Y. Bell EXT.: 4720 LOCATION: FH2-2TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET: 5

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WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION650 PAGE MILL ROAD
PALO ALTO, CALIFORNIA 94304-1050
TELEPHONE 415-493-9300 FACSIMILE 415-493-6811JOHN ARNOT WILSON
OR COUNSEL

November 7, 1994

VIA REGULAR MAIL

Brewster Kahle
President
WAIS, Inc.
1040 Noel Drive
Menlo Park, CA 94025

Ellen Kirsh
General Counsel
America Online, Inc.
8619 Westwood Drive
Vienna, VA 22182

Re: Agreement between WAIS and America Online

Dear Mr. Kahle and Ms. Kirsh:

WAIS, Inc. ("WAIS") has asked us to represent it in connection with a transaction between WAIS and America Online, Inc. ("America Online"). We represent WAIS as its general legal counsel. Our representation of WAIS in this instance, however, may give rise to a conflict of interest, because this firm also represents America Online in connection with unrelated matters. We understand that America Online will be represented in the transaction by in-house counsel.

As you may know, Rule 3-310 of the Rules of Professional Conduct promulgated by the State Bar of California, a copy of which is attached, requires that an attorney not represent conflicting interests except with the written consent of all parties concerned and after full disclosure of the conflict. Accordingly, we would not be able to undertake the representation of WAIS in this transaction without WAIS's and America Online's express written consent in light of the conflict.

We agree that if litigation ensues over this transaction, we will not represent either party in connection with such litigation.

WILSON SONSINI GOODRICH & ROSATI

Brewster Kahle & Ellen Kirsh
November 7, 1994
Page 2

If WAIS and America Online consent to our representation of WAIS in connection with the transaction captioned above on the above terms, we would be most appreciative if you would indicate that consent by signing the duplicate of this letter in the space provided and returning it to us.

Please call me if you have any questions.

Very truly yours,

WILSON, SONSINI, GOODRICH & ROSATI
Professional Corporation



Suzanne Y. Bell

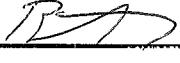
Enclosures

cc: Allen L. Morgan, WSGR

We have read the foregoing and are aware of the possible conflict of interest in the above transaction, and hereby consent to the representation of WAIS by the law firm of Wilson, Sonsini, Goodrich & Rosati with respect to the transaction.

WAIS, INC.

AMERICA ONLINE, INC.

By: 

By: _____

Title: President

Title: _____

Date: 11/4/94

Date: _____

to: Suzanne Bell
From: Brewster
FAX 496 4088

WAIS Inc

Wide Area Information Servers

July 1, 1994

William Marriott
Sunil Paul
America Online
FAX 703-506-1942

Dear Bill and Sunil:

I am happy to present this proposal for the Lightning project. As Dan Aronson and I prepared this proposal we realized the revolutionary nature of this system: It is more than a Rainman converter-- it would create a full Internet service that is similar to what you offer to your IP's.

With this Internet strategy, we could go quite far in helping many IP's join the Internet in a safe and controlled way.

Sincerely yours,



Brewster Kahle

WAIS Inc

Wide Area Information Servers

July 1, 1994

William Marriott
Sunil Paul
America Online
FAX 703-506-1942

Dear Bill and Sunil:

I am happy to present this proposal for the Lightning project. As Dan Aronson and I prepared this proposal we realized the revolutionary nature of this system: It is more than a Rainman converter-- it would create a full Internet service that is similar to what you offer to your IP's.

With this Internet strategy, we could go quite far in helping many IP's join the Internet in a safe and controlled way.

Sincerely yours,



Brewster Kahle

Thunder and Lightning Taking the Internet by Storm with AOL Publishing Tools:

Lightning Proposal

Brewster Kahle and Dan Aronson

WAIS Inc

July 1, 1994

Confidential DRAFT

This proposal is in response to: Thunder and Lightning Taking the Internet by Storm with AOL Publishing Tools by Sunil Paul and William Marriott, May 25, 1994, where the initial project was defined as:

Lightning -- A fast-track technology that lets any AOL IP publish to the Internet with little effort. The Lightning strategy is to position AOL's Rainman Plus as a platform from which to publish to Internet formats. Just as word processing applications gain market share by complying with their competitor's formats, Lightning will make Rainman Plus a more attractive interactive publishing platform. The target delivery of the product is September/October 1994. (See the attached screen shots of Mosaic and Rainman Plus for Time, Inc.)

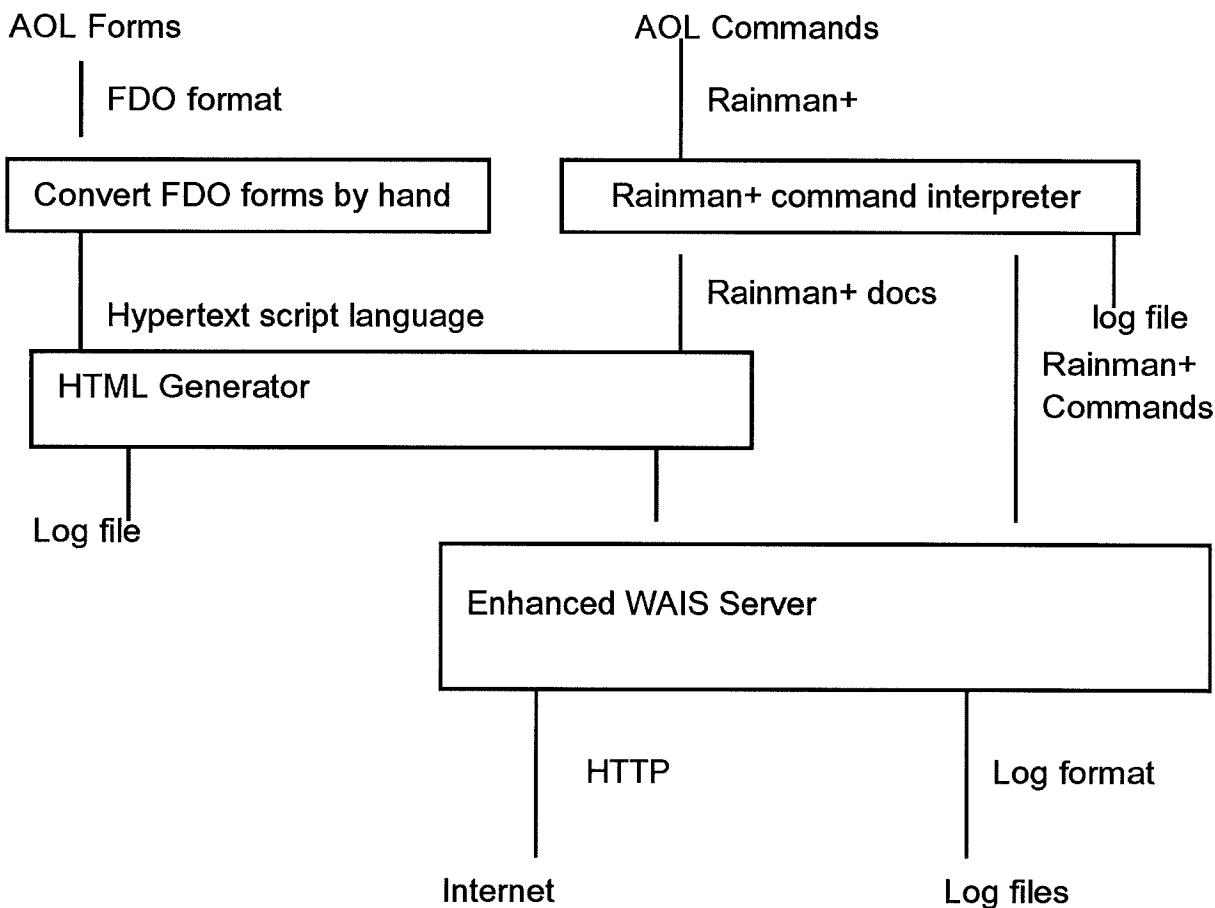
Features of the System:

- Integrated system for IP's to publish on Internet using Rainman system.
- Graphics and text integrated into a form will be displayed in a similar format HTML
- List boxes will be translated to a list of actionable hypertext buttons in HTML.
- Database searches will translated to form-based HTML entry boxes that can then be tied to WAIS searches.
- Information Providers will have the ability to select on a form by form level the ability to translate to HTML for Internet publication.
- There will be no provision for sales and credit-card transactions over the Internet with this translation.
- Text in a scroll box will be presented as a separate HTML page with the first x characters visible as a clickable hypertext button.
- Chat, Newsgroup/MsgBrd, software libraries, non English documents, and Surveys will not be supported.

Functional Specification:

This module duplicates the AOL Information Provider services in an Internet service using HTTP and HTML (World Wide Web). This module does not handle discussion boards, message boards, conferencing or ties to other AOL services. In other words, this will build a similar service to the broadcast-oriented publishing services of AOL.

Since America Online personnel understand many of the implications of implementing Rainman-plus, we suggest these are our capabilities, but would need further work with the experts to find difficult areas.



Rainman+ Command Interpreter (Email Input Handler)

This module accepts email input from AOL and creates commands for the HTML Generator and WAIS servers. It is assumed that the Rainman passed to this module has been checked for errors and all security aspects have been

checked (passwords etc.). English language documents are the only ones supported.

Email handler of documents sent from AOL

This code accepts incoming AOL email requests and processes them correctly. It creates:

- Output of documents to HTML Generator
- Output of commands to WAIS Server
- Log file entries

Rainman Commands Handled

This module can process the following Rainman commands as described in the Rainman-plus documentation. Aspects excluded are those for dealing with message boards and other interactive services.

<u>Rainman Command</u>	<u>Handled by Command Interpreter</u>
ATTACHFILE	YES
CLEARDATA	YES
COMMENT	YES
CONTEXT	YES
CREATE	YES
DATA	YES
DATABASE	YES
DATELINE	YES
DELIM	YES
ECHO	YES
END	YES
ENDTRY	YES
ERRORS	YES
FEEDBACK	YES
FIELDTEXT	YES
FORM	YES
FORMAT	YES
GROUP	YES
HEADLINE	YES
HTEXT	YES
ICON	YES
ID	YES
INSERT	YES
KILL	YES
LANGUAGE	YES, for English
MAP	Don't know
MAXSIZE	YES
MODIFY	YES

OPTIONS	YES
PASSWORD	YES
PLUSGROUP	YES
POSITION IN	YES
REFERENCE	NO, outside of service
RELEASE	YES
REMOVE	YES
SEARCHWORDS	YES
SLUG	YES
STOP	not supported
TEXT	YES
TEXTKEY	not supported
TITLE	YES for English
TRY	YES
USER	YES
VERSION	YES, but only supports 2.0
VIEWRULE	YES, always true
WARNINGS	YES

Hypertext Script Language (what we translate FDO forms into)

Specification

Specify the Hypertext Script Language (HSL) for representing templates. These templates would then be used to merge document contents and result in a HTML page.

Documentation

Document how to generate HSL documents from FDO in general.

Convert FDO forms by hand

Convert a standard set of FDO forms into HSL documents.

Ongoing conversion of FDO forms to HSL documents.

HTML Generator

This module accepts commands from the Rainman command interpreter and the stored Hypertext Script Language to generate HTML documents. These documents are then used in the WAIS server for use through HTTP (World Wide Web).

Specification

Specification of the input and output formats that this module supports will be produced.

Implementation

Implementation of this module in portable code will be produced.

Documentation

Documentation of the functionality and operation of this module will be produced.

WAIS Server Enhancements

Included in this module is the WAIS Server for Unix to serve as the database and indexing structure. Enhancements include:

- adding, modifying, and deleting documents;
- scheduling the removing of documents;
- added log file commands

Specification

Specification of the input and output formats that this module supports will be produced.

Implementation

Implementation of this module in portable code will be produced.

Documentation

Documentation of the functionality and operation of this module will be produced.

Equipment for Performance of Contract

The system will be developed on Unix equipment owned by WAIS Inc and on WAIS Inc premises. Delivery of the code (both the binary and source parts) will be delivered over the Internet via FTP. A complete system will be maintained at WAIS Inc for maintenance and demonstration purposes.

The production system will run on a uni-processor Sun computer running SunOS 4.1.3 on AOL's premises. Access over the Internet will be provided by AOL to ease maintenance and testing. Sufficient development tools and disk space will be made available on this system.

Milestones

WAIS understands the desire to move quickly on this project to coordinate schedules with general release of Rainman plus. For this reason, WAIS suggests an aggressive timeline.

Levels of effort: WAIS Inc will actively pursue this project as a major goal of the company starting upon the signing of the contract. In the first months of the project WAIS Inc will devote in-house personnel and contractors to the project. Ongoing enhancements and modifications will be done by in-house personnel under the assumption that an average level of effort of 1 full time equivalent employee.

July 11, 1994:	Signing of this proposal
July 18:	Signing of contract
August 1:	Specifications of modules delivered to AOL
August 7:	Comments by AOL on specifications
August 14:	Mutual agreement on specifications
September 14:	Prototype Code Delivery and Demonstration, AOL comments solicited
September 21:	Comments by AOL on prototype
October 21:	Acceptance by AOL. General implementation available to outside beta users (both IP's and users). Start Enhancement and Maintenance period.
November 1:	Services selected by AOL to be offered to public.
July 1, 1995:	Good faith meeting to discuss terms of contract based on 1 year of cooperation.

If we are not able to start this project on July 11, delays to the over-all project will occur.

WAIS Inc Deliverables

Periodic status reports.

Documented source and binary code of all code developed for this project.

Documentation and Binary version of WAIS Server for Unix SunOS 4.1.3.

Configuration and installation of software on AOL Sun system.

Ongoing updates, enhancements, and maintenance of the system components.

Bi-monthly status meetings to cover technical and business issues.

America Online Deliverables

Access to in-house personnel for information on Rainman and associated technical information related to the performance of this contract. Timely response to questions and evaluation phases are necessary to meet our aggressive schedule.

Log files of the system on a monthly basis to be used in monitoring, enhancing, refining, and extending the services.

Access, upon AOL's request, to the running system over the Internet for remote maintenance and monitoring. Appropriate debugging software must be supplied.

Ongoing documentation of Rainman changes to aid in transitions due to version changes.

Bi-monthly status meetings to cover technical and business issues.

Ownership

All Rainman-specific code would be exclusively owned by America Online. All work performed on this project by WAIS Inc or America Online that has uses other than processing Rainman is jointly owned by America Online and WAIS Inc, where each has unrestricted rights to the work done. All code developed by America Online or WAIS Inc not specifically for this project remains the exclusive property of the authoring company.

Some specific examples are: the conversion of FDO forms and Rainman Command Interpreter would be owned by America Online. The HTML generator would be jointly owned, as are the enhancements to the WAIS

server. The underlying WAIS database, search engines, and existing utilities would continue to be owned by WAIS Inc.

America Online Contacts

A technical and an administrative contact will be appointed by America Online upon signing.

WAIS Inc Contacts

Administrative contact:

Brewster Kahle
Brewster@wais.com
President
WAIS Inc
1040 Noel Drive
Menlo Park 94025
415-617-0444
FAX: 415-327-6513

Technical Contact:

Dan Aronson
Dan@wais.com
WAIS Inc
1040 Noel Drive
Menlo Park 94025
415-617-0444
FAX: 415-327-6513

Cost

Signing of this Proposal	\$25k
Acceptance of Code	\$25k
Announcement or Introduction (whichever is sooner)	\$25k
Software Licenses:	
HTTPD (assuming freeware)	\$0
WAIS Server for Unix V 1.0.11 (uniprocessor), first year support included. Payable upon prototype demonstration	\$15k
Yearly support for WAIS Server for Unix (uniprocessor)	\$5k
Conversion of 15 FDO forms to HSL	\$5k
Conversion of additional FDO form	\$1k
Enhancements and Maintenance	
Starting the 1st of the month following acceptance.	
This can be stopped at any time with 2 months notice.	\$11k/ mo

Monies paid are non-refundable.

Proposal has been accepted, and work may begin immediately.

WAIS Inc:

Signature

Brewster Kahle

Printed Name

President

Title

July 11, 1994

Date

America Online:

Signature

Printed Name

Title

Date